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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11
: Case Nos. 00 B 41065 (SMB)

RANDALL'S ISLAND FAMILY GOLF CENTERS, : through 00 B 41196 (SMB)
INC., et al., :
: (Jointly Administered)
Debtors. :
:
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**STIPULATION AND ORDER APPROVING A COMPROMISE
AND SETTLEMENT WITH EQR-DEER RUN VISTAS, INC.**

WHEREAS, on May 4, 2000 (the "Filing Date"), each of the above-captioned debtors and debtors-in-possession (collectively, the "Debtors") filed with this Court a voluntary petition for relief under chapter 11 of the Bankruptcy Code. By order of this Court dated as of the Filing Date, the Debtors' chapter 11 cases are being jointly administered. Pursuant to sections 1107 and 1108 of the Bankruptcy Code, the Debtors are continuing to operate their businesses and manage their properties as debtors-in-possession;

WHEREAS, on March 31, 1999, prior to the Filing Date, EQR-Deer Run Vistas, Inc. ("EQR") commenced an action against two of the Debtors, Family Golf Centers, Inc. and Greenville Family Golf Centers, Inc. (collectively "Family Golf"), as well as other defendants,

in South Carolina in the Court of Common Pleas, Greenville County, styled EQR-Deer Run Vistas, Inc. vs. Clarence Ray McNeil, et al. and bearing case number 99-CP-23-1391 (the “State Court Action”), arising out of alleged damages to EQR’s property (the “Claim”);

WHEREAS, as a result of the commencement of the Debtors' cases, and as of the Filing Date, the continuation of the State Court Action was stayed by operation of section 362(a) of the Bankruptcy Code (the "Automatic Stay");

WHEREAS, EQR has filed a motion to lift the Automatic Stay so as to allow EQR to enter into a release with Family Golf (the “Release”);

WHEREAS, the liability of Family Golf, if any, to EQR with respect to the Claim is covered by the Debtors' applicable insurance policies with Crum & Forster Insurance and St. Paul Fire and Marine Insurance Company (the “Policies”);

WHEREAS, Family Golf and EQR have reached an agreement to settle the State Court Action;

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, by and between Family Golf and EQR, through their undersigned counsel, as follows:

1. Upon the approval of the Stipulation by the Bankruptcy Court, the Automatic Stay shall be modified to allow (i) Family Golf to sign the Release and (ii) EQR to collect \$37,500 paid under the Policies and currently being held in escrow (the “Settlement Proceeds”).

2. Except to the extent expressly set forth in paragraph 1, above, the provisions of section 362 of the Bankruptcy Code, including without limitation, those provisions prohibiting execution, enforcement, or collection of any judgment that may be

obtained against the Debtors from and against any assets or properties of the Debtors' estates (as defined in section 541 of the Bankruptcy Code), shall remain in full force and effect.

Neither EQR nor any of their agents, attorneys, or representatives shall take any action or attempt to cause any action to be taken to collect any settlement proceeds from the assets or properties of the Debtors' estates. EQR's sole recovery shall be from the proceeds of the Policies.

3. EQR hereby waives, relinquishes and discharges any claim that it ever had, now has, or hereafter can, shall, or may have against any of the Debtors or their affiliates, including, but not limited to, Family Golf, and the assets or properties of their respective estates arising out of any and all damages to EQR's property from discharges from the Crosswinds Golf Course drain system and alleged resulting erosion and sedimentation occurring between October 1, 1997, and the date of the Release.

4. EQR also agrees to waive, relinquish and discharge any unknown and unanticipated damage resulting from the discharges and alleged erosions occurring between October 1, 1997 and the date of this Release from the storm drain system at Crosswinds Golf Course.

5. The Release does not release any other party or entity who may have caused sedimentation or other damage to EQR's property, including but not limited to the Released Parties' predecessors, sub-contractors, third-party agents, etc., and does not release any party, including but not limited to the Released Parties, from any damages caused by wrongful conduct occurring after the date of this Release.

6. Family Golf agrees that it has implemented storm drainage repair on the

golf property, and that upon completion of this work it has caused a qualified engineer with MLB Engineering, LLC, to certify in writing that the work has been performed in accordance with agreed upon plans and specifications.

7. Nothing contained herein shall constitute or operate as a general waiver or modification of the Automatic Stay.

8. The attorney for EQR represents and warrants that EQR has full knowledge of, and has consented to, this Stipulation and that the attorney has full authority to execute this Stipulation on behalf of EQR.

9. This Stipulation is subject to the approval of the Bankruptcy Court and shall be of no force and effect unless and until an order approving the Stipulation has been entered. If this Stipulation is not approved by the Bankruptcy Court, it shall be null and void and shall not be referred to or used, for any purpose, by any of the parties hereto or any parties to the State Court Action.

10. The Bankruptcy Court shall retain jurisdiction to resolve any disputes between the parties arising with respect to this Stipulation.

11. This Stipulation may not be amended or modified except by further
Order of this Court.

Dated: New York, New York
February __, 2000

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By /s/ Jonathan L. Flaxer
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By /s/ Darren Farrington
Darren Farrington

SO ORDERED

this ____ day of March, 2001

UNITED STATES BANKRUPTCY JUDGE